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**COMBINED DECLARATION AND POWER OF ATTORNEY
(Original Application - Joint Inventors - No Priority Claimed)**

As the below named inventors, we hereby declare: that our residences, post office addresses and citizenships are as stated near our names below; that we are joint inventors and we believe we are the original and first inventors of the subject matter of which is claimed and for which a patent is sought on the invention entitled

TRANSPORTABLE VEHICLE NAVIGATION SYSTEM

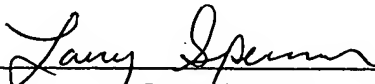
which is described and claimed in Serial No. 09/692,295, Filed October 19, 2000; that we have reviewed and understand the contents of this specification, including the claims, as amended by any amendment referred to above; that we do not know and do not believe the same was ever known or used in the United States of America before our invention thereof or patented or described in any printed publication, in any country before our invention thereof for more than one year prior to this application, or in public use or on sale in the United States of America more than one year prior to this application; that the invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America on an application filed by us or our legal representatives or assigns more than twelve (12) months prior to this application; that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56(a); and that no application for patent or inventor's certificate on this invention has been filed in any country foreign to the United States of America prior to this application by us or our legal representatives or assigns except as follows:

Provisional Application No. 60/160,274; Filed October 19, 2000

We hereby appoint Theodore W. Olds, Registration No. 33,080; John E. Carlson, Registration No. 37,794; David J. Gaskey, Registration No. 37,139; Kerrie A. Laba, Registration No. 42,777; David L. Wisz Registration No. 46,350 and William Gottschalk, Registration No. 44,130; as our attorneys to prosecute this application and to transact all business in the Patent and Trademark Office connected herewith. Please address all correspondence and telephone calls to:

**JOHN E. CARLSON, ESQ.
Carlson, Gaskey & Olds, P.C.
450 West Maple Road, Suite 350
Birmingham, Michigan 48009
(248) 988-8360**

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.


Name: Larry Spencer

Address: 525 Joslyn Road
Lake Orion, MI 48362

Post Office Address:

Citizenship: United States

Dated: 1/12/01

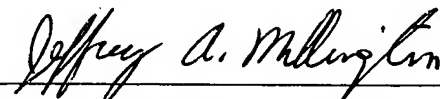

Name: Mike Mouser

Address: 2451 Clinton Hills Road
Ortonville, MI 48462

Post Office Address:

Citizenship: United States

Dated: 1/12/01


Name: Jeffrey A. Millington

Address: 3390 Greenwood Drive
Rochester Hills, MI 48309

Post Office Address:

Citizenship: United States

Dated: 1/12/01

Name: Roger A. Stevens

Address: 1765 Northfolk Lane
Lucas, TX 75002

Post Office Address:

Citizenship: United States

Dated: _____

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Name: Larry Spencer

Address: 525 Joslyn Road
Lake Orion, MI 48362

Post Office Address:

Citizenship: United States

Dated: 1/12/01

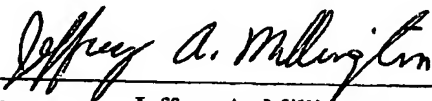

Name: Mike Mouser

Address: 2451 Clinton Hills Road
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Post Office Address:

Citizenship: United States

Dated: 1/12/01

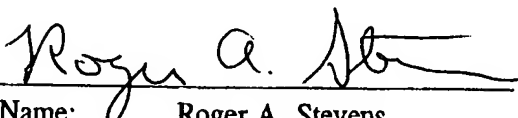

Name: Jeffrey A. Millington

Address: 3390 Greenwood Drive
Rochester Hills, MI 48309

Post Office Address:

Citizenship: United States

Dated: 1/12/01


Name: Roger A. Stevens

Address: 1765 Northfolk Lane
Lucas, TX 75002

Post Office Address:

Citizenship: United States

Dated: 1/16/01

Name: Christopher J. Hook (Deceased)

Address: Detroit, MI

Post Office Address:

Citizenship: United States

Dated: _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of

Larry E. Spencer

Serial No. 09/962,295

Filed: October 19, 2000

Group Art Unit: 3661

Examiner: T.V. Nguyen

For: PORTABLE VEHICLE NAVIGATION SYSTEM

REVOCATION AND NEW APPOINTMENT OF POWER OF ATTORNEY

ASSISTANT COMMISSIONER FOR PATENTS
Washington, D.C. 20231

Dear Sir:

The undersigned officer of Thales Navigation, on behalf of its predecessor Magellan DIS, Inc., revokes all previous Power of Attorney and appoints the following attorneys with full power to prosecute the application, to make alterations and amendments therein, and to transmit all business in the U.S. Patent and Trademark Office connected therewith.

I hereby appoint the following attorneys and/or agents: Allan M. Lowe, Registration Number 19,641; Benjamin J. Hauptman, Registration Number 29,310; Michael G. Gilman, Registration Number 19,114; Kenneth M. Berner, Registration Number 37,093; Henry M. Zykorie, 27,477 and Randy A. Noranbrock, Registration Number 42,940; William E. Beaumont Registration Number 30,996, all of Lowe Hauptman Gilman & Berner, LLP, 1700 Diagonal Road, Suite 300, Alexandria, VA 22314, Customer No. 33308 and Scott J. Coonan, Registration No. 37,600, with full power of substitution and revocation, to prosecute this application and to transact all business in the US. Patent and Trademark Office connected t herewith, and all future correspondence should be addressed to: **Kenneth M. Berner, Lowe Hauptman Gilman & Berner, LLP, 1700 Diagonal Road, Suite 300, Alexandria, VA 22314.**

CERTIFICATION UNDER 37 C.F.R. 3.73(b)

I, the undersigned, certify that I am an individual empowered to act on behalf of Magellan DIS, Inc., a corporation, the assignee of the entire right, title and interest of the above-identified patent by virtue of an assignment from the inventors of said application.

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 or Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the patent.

THALES NAVIGATION

Date: 4/16/2003 By: Elissa Wellikson

Elissa Wellikson

Officer/Thales Navigation

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof

1. Name of Conveying Party(ies):

Larry Spencer
Mike Mouser
Jeffrey A. Millington
Roger A. Stevens
Christopher J. Hook (Deceased)

Additional name(s) of conveying party(ies) attached? Yes
No XX

2. Name and address of receiving party(ies)

Name: Magellan DIS, Inc.

Internal Address: _____

Street Address: 2950 Waterview

City: Rochester Hills State: Michigan Zip: 48309

Additional name(s) & address(es) attached: ___ Yes XX No

3. Nature of conveyance:

XX Assignment ___ Merger
___ Security Agt. ___ Change of
___ Other _____ Name

Execution Date: 1/15/01, 1/14/01, 1/17/01 &
1/16/2001

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date is: _____

A. Patent Application No.(s) B. Patent No(s).

09/692,295

Additional numbers attached: ___ Yes XX No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John E. Carlson

Internal Address: Carlson, Gaskey & Olds, P.C.

Street Address: 400 W. Maple, Suite 350

City: Birmingham State: Michigan Zip: 48009

6. Total no. of applications and patents involved

One

7. Total fee (37 CFR 3.41) \$40.00

XX Enclosed
_____ Authorized to be charged to deposit
account

8. Deposit account number:

50-1482

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. *To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

John E. Carlson

Name of Person Signing

[Signature]
Signature

April 5, 2001

Date

Total number of pages including cover sheet, attachments and document: 5

ASSIGNMENT
(Joint Inventors)

WHEREAS, We, Larry Spencer, Mike Mouser, Jeffrey A. Millington, Roger A. Stevens and Christopher J. Hook (Deceased); (hereinafter referred to as Assignors), residing respectively at 525 Joslyn Road, Lake Orion, MI 48362; 2451 Clinton Hills Road, Ortonville, MI 48462; 3390 Greenwood Drive, Rochester Hills, MI 48309; 1765 Northfolk Lane, Lucas, TX 75002; and Detroit, MI, have invented new and useful improvements in:

TRANSPORTABLE VEHICLE NAVIGATION SYSTEM

which is set forth in an application in the United States filed on October 19, 2000; Serial No. 09/692,295, which corresponds to Provisional application no. 60/160,274; filed October 19, 1999:

AND WHEREAS, Magellan DIS, Inc., (hereinafter referred to as Assignee), of 2950 Waterview, Rochester Hills, Michigan 48309 is desirous of acquiring the entire right, title and interest in and to said invention and said Letters Patent of the United States, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon:

NOW, THEREFORE, be it known by all whom it may concern, that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignors have assigned, sold and set over, and by these presents assign, sell and set over unto the Assignee, its successors, legal representatives and assigns, for the territory of the United States of America and all foreign countries, the entire right, title and interest in and to said invention, said application for Letters Patent, including the right to file foreign patent applications corresponding to said application, and the right to claim the priority date of said United States patent application and any legal equivalents thereof, and any and all Letters Patent or Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and to any and all divisions, continuations, and continuations-in-part of said application, or re-issues or extensions of said Letters Patent or Patents prepared and executed by Assignors on even date herewith, the same to be held and enjoyed by the Assignee, as fully and entirely as the same would have been held by the Assignors had this Assignment and sale not been made.

AND the Assignors hereby covenant and agree that the Assignors will at any time upon the request and at the expense of the Assignee execute and deliver any and all papers and do all lawful acts that may be necessary or desirable to perfect the title to said invention and to obtain Letters Patent therefor, and the Assignors hereby authorize and request the Commissioner of Patents to issue said Letters Patent to the said Assignee in accordance with this Agreement.

IN TESTIMONY WHEREOF, I hereunto set my hand at Rochester Hills, MI, in
the State of Michigan, this 15 day of JAN, 2000.

Larry E. Spencer
Larry E. Spencer

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said Larry Spencer, and acknowledged the foregoing
instrument to be his own free act and deed, this 15th day of January, 2000.

Margaret M. Diskin
Notary Public

SEAL

MARGARET M. DISKIN
Notary Public, Oakland County, MI
My Commission Expires Aug. 5, 2001

IN TESTIMONY WHEREOF, I hereunto set my hand at Rochester Hills, in
the State of Michigan, this 14 day of JANUARY, 2000.

Mike Mouser
Mike Mouser

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said Mike Mouser, and acknowledged the foregoing
instrument to be his own free act and deed, this 14th day of January,
2000.

Margaret M. Diskin
Notary Public

SEAL

MARGARET M. DISKIN
Notary Public, Oakland County, MI
My Commission Expires Aug. 5, 2001

IN TESTIMONY WHEREOF, I hereunto set my hand at Rochester Hills, in
the State of Michigan, this 12th day of January, 2000: 2001

(JAM)

Jeffrey A. Millington
Jeffrey A. Millington

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said Jeffrey A. Millington, and acknowledged the
foregoing instrument to be his own free act and deed, this 10th day of January,
2000. 2001

Margaret M. Diskin
Notary Public

SEAL

MARGARET M. DISKIN
Notary Public, Oakland County, MI
My Commission Expires Aug. 5, 2001

IN TESTIMONY WHEREOF, I hereunto set my hand at _____, in
the State of Michigan, this _____ day of _____, 2000.

Roger Stevens

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said Roger Stevens, and acknowledged the foregoing
instrument to be his own free act and deed, this ____ day of _____,
2000.

Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand at Rochester Hills, in
the State of Michigan, this 12th day of January, ~~2000~~ 2001 JAM

Jeffrey A. Millington
Jeffrey A. Millington

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said Jeffrey A. Millington, and acknowledged the
foregoing instrument to be his own free act and deed, this 12th day of January,
~~2000~~ 2001

Margaret M. Diskin
Notary Public

SEAL

MARGARET M. DISKIN
Notary Public, Oakland County, MI
My Commission Expires Aug. 5, 2001

IN TESTIMONY WHEREOF, I hereunto set my hand at PLANO, in
the State of ~~Michigan~~ TEXAS, this 16th day of JANUARY, ~~2000~~ 2001 RAS

RAS TEXAS

Roger Stevens
Roger Stevens

TEXAS
STATE OF ~~MICHIGAN~~)
)
COUNTY OF COLLIN)

Before me personally appeared said Roger Stevens, and acknowledged the foregoing
instrument to be his own free act and deed, this 16 day of January,
~~2000~~ 2001 dm

Doris Lee Medlin
Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand at _____, in
the State of Michigan, this _____ day of _____, 2000.

Christopher J. Hook (Deceased)

STATE OF MICHIGAN)
)
COUNTY OF)

Before me personally appeared said **Christopher J. Hook (Deceased)**, and
acknowledged the foregoing instrument to be his own free act and deed, this _____ day of
_____, 2000.

Notary Public

SEAL

Please address all correspondence and telephone calls and, upon recordation, please
return this document to:

**John E. Carlson, Esq.
Carlson, Gaskey & Olds, P.C.
400 West Maple Road, Suite 350
Birmingham, Michigan 48009
(248) 988-8360**